

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF TRANS-CENTURY PLC (THE "COMPANY") WILL BE HELD VIA ELECTRONIC COMMUNICATION ON THURSDAY, 16<sup>TH</sup> MARCH 2023 AT 11.00 AM TO CONDUCT THE FOLLOWING BUSINESS:**

### AGENDA

#### A. ORDINARY BUSINESS

1. To read the notice convening the meeting and determine if a quorum is present.
2. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

**Conversion of Shareholder Loans into Ordinary Shares pursuant to the Rights Issue authorized by the shareholders' resolution dated 10th June 2021**

THAT directors be and are hereby authorized on application by a shareholder to convert existing shareholder loans into ordinary shares of the Company to be allotted pursuant to the Rights Offer.

By Order of the Board Company Secretary

P.O. Box 42334-00100

NAIROBI

Date: 22<sup>nd</sup> February 2023

Shareholders to please note that a shareholder circular with details of the conversion shall be available on the company's website [www.transcentury.co.ke](http://www.transcentury.co.ke) from 1st March 2023.

1. Shareholders wishing to participate in the meeting should register for the EGM online by dialing \*483\*901# on their mobile telephone and follow the various prompts on the registration process.
  - I. Shareholders domiciled outside of Kenya or those wishing to participate through the online platform should send an email to Image Registrars via [info@image.co.ke](mailto:info@image.co.ke).
  - II. Shareholders with email addresses will receive a registration link via email through which they can use to register.
  - III. The online registration will close 48 (fourty eight) hours prior to the EGM.
2. To complete the registration process, shareholders will need to provide their National ID/ Passport Numbers which were used to purchase their shares and/or their CDSC Account Number. For assistance shareholders should dial the following helpline number: **(+254) 709 170 000** from 8:00 a.m. to 5:00 p.m. from Monday to Friday. Shareholders outside Kenya should dial the helpline number or send an email to [info@image.co.ke](mailto:info@image.co.ke) for assistance during registration.
3. Registration to open when the EGM notice is published and close 48 (fourty eight) hours before the EGM.
4. The following documents may be viewed on the Company's website [www.transcentury.co.ke](http://www.transcentury.co.ke) (a) a copy of this Notice and the proxy form; (b) Circular to Shareholders to be uploaded on 1st March 2023.

The reports may also be accessed upon request by dialling the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.

5. Any shareholder who is entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on their behalf. Such proxy need not be a member of the Company.
6. A proxy form will be provided with the notice of the EGM. The proxy form can also be obtained from the Company's website [www.transcentury.co.ke](http://www.transcentury.co.ke) or from Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5th Floor, Loita Street, P. O. Box 9287 – 00100, Nairobi, Kenya. Shareholders who do not propose to be at the General Meeting are requested to complete and return the proxy form to Image Registrars Limited, or alternatively to the Registered Office of the Company so as to arrive not later than 48 (forty-eight) hours before the EGM.

Duly signed proxy forms may also be emailed to [info@image.co.ke](mailto:info@image.co.ke) in PDF format. A proxy form must be signed by the appointor or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under the hand of an officer or duly authorized attorney of such body corporate.

7. Shareholders wishing to raise any questions or clarifications regarding the EGM may do so by:
  - a) sending their written questions by email to [info@image.co.ke](mailto:info@image.co.ke);
  - b) shareholders who will have registered to participate in the meeting shall be able to ask questions via sms by dialling the USSD code above and selecting the option (ask Question) on the prompts
  - c) to the extent possible, physically delivering their written questions with a return physical address or email address to Image Registrars offices at 5th floor, Absa Towers (formerly Barclays Plaza), Loita Street; or
  - d) sending their written questions with a return physical address or email address by registered post to Image Registrars' address at P.O. Box 9287 – 00100 Nairobi.
8. Shareholders must provide their full details (full names, National ID/Passport Number/CDSC Account Number) when submitting their questions or clarifications.

The Company's directors will provide written responses to the questions received no later than 12 (twelve) hours before the start of the EGM. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 12 (twelve) hours before the start of the EGM.

9. The EGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the EGM. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers or emails on their registered email addresses, 24 (twenty-four) hours prior to the EGM acting as a reminder of the EGM. A second SMS/USSD prompt shall be sent one hour ahead of the EGM, as a reminder that the EGM will begin in an hours' time and providing a link to the live stream.
10. Shareholders and proxies who have registered to attend the EGM may follow the proceedings using the live stream platform, access the agenda and vote (when prompted by the chairman) via the USSD prompts.
11. Results of the resolutions voted on will be published on the Company's website [www.transcentury.co.ke](http://www.transcentury.co.ke) within 24 (twenty-four) hours following conclusion of the EGM.

Shareholders are encouraged to continuously monitor the Company's website for any updates relating to the EGM.